



**AMERICAN
STOCK EXCHANGE**
Equities Options ETFs



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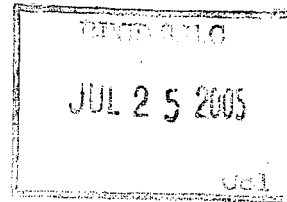
American Stock Exchange
86 Trinity Place
New York, NY 10006

1-32584

July 25, 2005

Cert Amx

Mr. Brian Johnson
Branch Chief
Filer Support 2
Office of Filing Information
Securities and Exchange Commission
Judiciary Plaza
100 F Street, NE
Washington, DC 20549



Dear Mr. Johnson:

This is to certify that on July 25, 2005, the American Stock Exchange, Inc. (the "Exchange") received from National Lampoon, Inc. (the "Registrant") a copy of the Registrant's application on Form 8A 12 B for the registration of the following securities:

Common Stock, \$0.0001 par value

We further certify that the above described security has been approved by the Exchange for listing and registration.

We understand that the Registrant is seeking immediate acceleration of the effective date of registration, and we hereby join in such request.

Sincerely,

Bryan Fischer
Managing Director
Listing Qualifications Department

cc: Herbert Scholl

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